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- and -

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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
: Jointly Administered
Debtors. :
- - - - - x

**MOTION OF THE DEBTORS FOR ORDER PURSUANT TO BANKRUPTCY
CODE SECTIONS 105(a), 327, 330 AND 331 AUTHORIZING
DEBTORS TO EMPLOY PROFESSIONALS UTILIZED IN THE ORDINARY
COURSE OF BUSINESS**

The debtors and debtors in possession in the
above-captioned cases (collectively, the "Debtors")¹

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer

hereby move for entry of an order, under sections 105(a), 327, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to employ professionals utilized in the ordinary course of business (the "Motion"). In further support of the Motion, the Debtors respectfully represent:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a), 327, 330 and 331.

BACKGROUND

1. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this

Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Court for relief under chapter 11 of the Bankruptcy Code.

2. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

3. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

4. Based in Richmond, Virginia, Debtors are a leading specialty retailer of consumer electronics and operate large nationwide electronics stores throughout the United States and Puerto Rico that sell, among other things, televisions, home theatre systems, computers, camcorders, furniture, software, imaging and telecommunications products, and other audio and video electronics.

5. Despite significant revenues, the Debtors have suffered two consecutive years of losses. While the Debtors made every effort to improve their financial

performance and implement a global turnaround strategy, they were ultimately unable to consummate a successful restructuring outside of bankruptcy. In large part, the Debtors' chapter 11 filings were due to an erosion of vendor confidence, decreased liquidity and the global economic crisis.

6. Thus, the Debtors commenced these cases with the immediate goals of obtaining adequate postpetition financing and continuing their restructuring initiatives commenced prior to the Petition Date, including closing certain stores. In addition, the Debtors will continue to evaluate their business, work closely with their vendors, and enhance customer relations with a goal of emerging from chapter 11 as a financially stable going concern.

RELIEF REQUESTED

3. The Debtors seek entry of an order:

(i) under Bankruptcy Code sections 105(a) and 327, authorizing, but not directing, the Debtors to retain professionals that the Debtors utilize in the ordinary course of their business, including, but not limited to, those listed in Exhibit A hereto (collectively, the "OCB Professionals"), without the submission of separate

retention applications and the issuance of separate orders approving the retention of each OCB Professional, and (ii) under Bankruptcy Code sections 330 and 331, authorizing, but not directing, the Debtors to pay each OCB Professional, without application to the Court by such OCB Professional, 100% of postpetition fees and expenses subject to an individual OCB Professional monthly fee cap of \$30,000.²

BASIS FOR RELIEF

4. The Debtors will continue to require the services of the OCB Professionals while operating as debtors in possession under the Bankruptcy Code to render services to their estates that are similar to those rendered before the commencement of these chapter 11 cases, allowing the Debtors to continue normal business activities that are essential to their reorganization efforts. Moreover, the work of the OCB Professionals, albeit ordinary course, is directly related to the preservation of the value of the Debtors' estates, even though the amount of fees and expenses they incur represents only a small fraction of that

² Such payments would be made following submission to and approval by the Debtors of appropriate invoices by each OCB Professional setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred.

value. Although the automatic stay and other issues in these cases may decrease the Debtors' need for certain OCB Professionals' services, the Debtors cannot now quantify or qualify their needs.

5. It would severely hinder the administration of the Debtors' estates if the Debtors were required (i) to submit to the Court an application, affidavit, and proposed retention order for each OCB Professional; (ii) to wait until such order is approved before such OCB Professional continues to render services; and (iii) to withhold payment of the normal fees and expenses of the OCB Professionals until they comply with the compensation and reimbursement procedures applicable to Chapter 11 Professionals (as defined below).

6. Under such conditions, there is a significant risk that some OCB Professionals would be unwilling to provide services and that others would suspend services pending a specific Court order authorizing the services. Since many of the matters are active on a day-to-day basis, any delay or need to replace professionals could have significant adverse

consequences. For example, if the expertise and background knowledge of the OCB Professionals with respect to the particular matters for which they were responsible prior to the Petition Date were lost, the estates undoubtedly would incur additional and unnecessary expenses because the Debtors would be forced to retain other professionals without such background and expertise, and potentially at higher rates. It is, therefore, in the best interest of the Debtors' estates to avoid any disruption to the professional services required in the day-to-day operation of the Debtors' businesses.

7. Moreover, requiring the OCB Professionals to file retention pleadings and participate in the payment approval process along with the Chapter 11 Professionals would unnecessarily burden the Clerk's Office, the Court, and the Office of the United States Trustee, while adding significantly to the administrative costs of these cases without any corresponding benefit to the Debtors' estates.

8. Although the Debtors believe that some of the OCB Professionals may not be "professional persons"

as contemplated by Bankruptcy Code section 327 and thus, that no retention or payment authorization is necessary, out of an abundance of caution the Debtors seek an order authorizing the retention and payment of all OCB Professionals.

9. To the best of the Debtors' knowledge, none of the OCB Professionals represents or holds any interest materially adverse to the Debtors or to their estates with respect to the matter in which such OCB Professional is to be employed. Although certain of the OCB Professionals may hold unsecured claims against the Debtors, the Debtors do not believe that any of the OCB Professionals has an interest materially adverse to the Debtors, their estates, creditors, or other parties in interest. Thus, each OCB Professional is eligible to be retained under the special counsel retention provision set forth in Bankruptcy Code section 327(e).

10. The Debtors have filed or will file individual retention applications for any professionals that the Debtors seek to employ in connection with the conduct of these chapter 11 cases (the "Chapter 11 Professionals"). The Chapter 11 Professionals will be

permitted to be compensated and reimbursed only in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia, the United States Trustee Fee Guidelines, and any orders entered in the Debtors' cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

PROPOSED RETENTION PROCEDURE

11. By this Motion, the Debtors request that they be permitted to employ and retain the OCB Professionals without submitting separate applications for, and obtaining separate orders approving, retention of each of the professionals.

A. Submission Of Rule 2014 Declarations

12. The Debtors propose that they be permitted to continue to employ and retain the OCB Professionals identified in Exhibit A hereto. However, each OCB Professional will be required to file with the Court, and serve upon (i) the Office of the United States Trustee for the Eastern District of Virginia;

(ii) counsel to the agent for Debtors' postpetition lenders; (iii) counsel to the agent for the Debtors' prepetition lenders; and (iv) counsel to the Creditors' Committee (collectively, the "Notice Parties"), a declaration of proposed professional and disclosure statement (the "Declaration") within 30 days of the date of entry of an order granting this motion. A proposed form of Declaration is attached hereto as Exhibit B.

13. The Debtors further request that upon service of each required Declaration, the Notice Parties will have 20 days (the "Objection Deadline") to object to the retention of the OCB Professional in question. Objections, if any, shall be filed with the Court and served upon the Notice Parties and the OCB Professional by the Objection Deadline. If any such objection cannot be resolved and withdrawn within 20 days after service, the matter will be scheduled for hearing before the Court at the next regularly-scheduled omnibus hearing date or a date otherwise agreeable to the OCB Professional, the Debtors, and the objecting party. If no objection is received on or before the Objection Deadline, or if any objection is withdrawn, the Debtors

will be authorized to retain the OCB Professional as a final matter without further order of the Court.

B. Additional Ocb Professionals

14. The Debtors also request that they be authorized to employ and retain additional OCB Professionals, not currently listed on Exhibit A, as future circumstances require ("Additional OCB Professionals"), (i) without the need to file individual retention applications and (ii) without the need for any further hearing or notice to any party, by filing with the Court a supplement to Exhibit A (the "Supplement") and serving a copy of the Supplement upon the Notice Parties.

15. The Debtors propose that, as with the OCB Professionals, each Additional OCB Professional (an "Additional OCB Professional") be required to file and serve on the Notice Parties a Declaration within 30 days after the filing of the Supplement. The Notice Parties then would be given 20 days after service of each required Declaration to object to the retention of the Additional OCB Course Professional in question. Any objection would be handled as set forth herein. If no

objection is timely submitted, or the objection is withdrawn, the Debtors would be authorized to retain the Additional OCB Professional as a final matter without further order.

PROPOSED PAYMENT PROCEDURE

16. The Debtors seek authority to pay, without formal application to and order from the Court, the fees and expenses of each OCB Professional upon submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the postpetition services rendered and expenses incurred. The Debtors, however, recognize that bills exceeding certain dollar amounts should be subject to the approval procedures otherwise applicable to Chapter 11 Professionals.

A. Monthly Payment Caps

17. The Debtors propose that they be permitted to pay, without formal application to the Court by any OCB Professional, fees and expenses not exceeding a total of \$30,000 per month for each of the OCB Professionals.

18. Payments to a particular OCB Professional would become subject to Court approval based upon an application for allowance of fees and expenses under sections 330 and 331 of the Bankruptcy Code, under the same procedures that are established for Chapter 11 Professionals, only if such payments exceed an average of \$30,000 per month.

19. As a routine matter, prior to the commencement of these cases, the Debtors carefully reviewed all bills received from the OCB Professionals to insure that the fees charged were reasonable and that the expenses incurred were necessary. This type of review will continue postpetition and, coupled with the proposed monthly caps, will protect the Debtors' estates against excessive and improper billings.

A. Periodic Statements Of Payments Made

20. Subject to confirmation of a plan of reorganization, the Debtors further propose to file a payment summary statement with the Court approximately every 120 days, or such other period as the Court directs, and to serve such statement upon the Notice Parties. The summary statement will include the

following information for each OCB Professional: (i) the name of the OCB Professional, (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such OCB Professional during the statement period, and (iii) a general description of the services rendered by such OCB Professional.

APPLICABLE AUTHORITY

21. Because the OCB Professionals' employment relates only indirectly to the Debtors' work, because the OCB Professionals are afforded only marginal discretion in performing their work, and because the OCB Professionals will not be involved in administering these chapter 11 cases, the Debtors do not believe that the OCB Professionals are "professionals" within the meaning of Bankruptcy Code section 327, whose retention must be approved by the Court. See In re First Merchants Acceptance Corp., 1997 WL 873551, at 3* (Bankr. D. Del. Dec. 15, 1997) (stating that in determining the "professional" status of an individual or entity, the Court considers, among other factors, (i) whether the employee controls, manages, administers,

invests, purchases, or sells assets that are significant to the debtors reorganization, (ii) whether the employee is involved in negotiating the terms of a plan of reorganization, and (iii) the extent of the employee's involvement in the administration of the debtor's estate).

22. The First Merchants criteria are consistent with those utilized in this district other courts when examining the types of duties to be undertaken by a "professional." See, e.g., In re Sielig Associates Ltd. Partnership, 128 B.R. 721, 273 (Bankr. E.D. Va. 1991) (only retention of professionals whose duties are central to administration of estate requires prior court approval under section 327); see also Elstead v. Nolden (In re That's Entertainment Mktg. Group), 168 B.R. 226, 230 (N.D. Cal. 1994); In re Madison Management Group, Inc., 137 B.R. 275, 283 (Bankr. N.D. Ill. 1992).

23. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested in this motion to avoid any later controversy about the Debtors' employing and paying the OCB Professionals during the

pendency of these chapter 11 cases. As discussed above, the Debtors will seek specific Court authority under Bankruptcy Code section 327 to employ any other professionals involved in the actual administration of these chapter 11 cases.

24. Further, since the amount of fees owed to any such individual professional in respect of postpetition services is expected to be relatively small, the requested relief will allow the Debtors to avoid additional fees that would be incurred by the OCB Professionals in connection with preparing and prosecuting numerous interim fee applications. Likewise, the procedure set forth above will relieve the Court, the United States Trustee, and other interested parties of the burden of reviewing a multitude of fee applications involving relatively small amounts of fees and expenses.

NOTICE

7. Notice of this Motion has been provided to those parties entitled to notice under this Court's Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy

Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures (Docket No. 130). The Debtors submit that, under the circumstances, no other or further notice need be given.

WAIVER OF MEMORANDUM OF LAW

25. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

26. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: December 12, 2008 SKADDEN, ARPS, SLATE, MEAGHER &
Richmond, Virginia FLOM, LLP
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MCGUIREWOODS LLP

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One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and
Debtors in Possession

EXHIBIT A

Schedule of OCB Professionals

EXHIBIT A

Schedule of OCB Professionals

| Name of OCB Professional | Address | Service Provided to Debtors | Average Monthly Fees |
|---------------------------------------------|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| Dow, Lohnes, & Albertson, PLLC | 1200 New Hampshire Ave. NW Washington, DC 20036 | Commercial representation for sale of aircraft. | N/A (Deal specific) |
| Martinez Odell & Calabria | 16th Floor Banco Popular Center Bldg. 209 Muñoz Rivera Avenue San Juan, PR 00918 | Commercial legal services for Puerto Rico subsidiary and stores. | \$11,000 |
| Goodman, Allen & Filetti | 4501 Highwoods Parkway, Suite 210 Glen Allen, VA 23060 | Commercial legal advice: intellectual property matters. | \$12,000 |
| Privacy and Information Management Services | 4355 Cobb Parkway, Suite J-280 Atlanta, GA 30339 | Commercial legal advice: privacy matters. | \$10,000 |
| Dennis, Corry, Porter & Smith, LLP. | 3535 Piedmont Road, NE 14 Piedmont Center, Suite 900 Atlanta, GA 30305 | Commercial legal advice: transportation matters. | \$5,000 |
| Moran Brown, P.C. | 4110 East Parham Road Richmond, VA 23228 | Commercial legal advice: pursue claims against vendors for outstanding and disputed account balances, and process subpoenas. | \$10,000 |
| Glick, Peter E. | 400 Captiol Mall, Suite 1100 Sacramento, CA 95814 | Commercial legal advice: (1) advertising and regulatory advice in California; (2) vendor claims in California; (3) subpoenas in California; and (4) customer issues in California. | \$15,000 |
| Bleakley, Platt & Schmidt, LLP | One North Lexington Avenue White Plains, NY 10601-1700 | Commercial legal advice: regulatory issues in New York City. | \$10,000 |
| Baker & Hostetler, LLP | 3200 National City Center 1900 East 9th Street Cleveland, OH 44114-3485 | Commercial legal advice: complex litigation and advertising issues. | \$20,000 |
| Jorge P. Sala Law Offices | Condominio San Vicente 8169 Calle Concordia Suite 102 Ponce, PR 00717-1556 | Human resources legal advice: labor matters in Puerto Rico. | \$4,000 |

| Name of OCB Professional | Address | Service Provided to Debtors | Average Monthly Fees |
|------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| Akerman Senterfitt | 50 North Laura Street, Suite 2500 Jacksonville, FL 32202-3646 | Commercial legal advice: tax audit/dispute issues in Texas and Florida; also leading project to recover bad debt tax benefits nationwide. | \$15,000 |
| Baker & McKenzie, LLP | 815 Connecticut Avenue, N.W. Washington, DC 20006-4078 | Commercial legal advice, occasional US Customs matters. | \$3,000 |
| King & Spalding, LLP | 1180 Peachtree Street, NE Atlanta, GA 30309-3521 | Commercial legal advice: intellectual property matters. | \$20,000 |
| LeClair Ryan | 701 East Main Street, 16th Floor Richmond, VA 23219 | Commercial legal advice: small claims and customer disputes (on site paralegal support at Store Support Center); employment matters. | \$20,000 |
| Wilkinson Barker Knauer LLP | 2300 N Street NW Suite 700 Washington, D.C. 20037-1128 | Commercial legal advice: FCC claims arising from Digital TV conversion obligations. | \$10,000 |
| Williams Mullen | Two James Center 1021 East Cary Street Richmond, VA 23219 | Commercial legal advice: complex Commercial Litigation, benefits and SEC/Governance matters. | \$20,000 |
| WilmerHale | 1875 Pennsylvania Avenue, NW Washington, DC 20006 | Commercial legal advice: SEC/Governance matters. | \$10,000 |
| Littler, Mendelson, Fastiff, Tichy & Mathiason | 350 Park Avenue, 14th Floor New York, NY 10022 | Human resources legal advice: EEOC class action matters. | \$20,000 |
| McCandlish Holton, P.C. | 1111 E. Main St., Suite 1500 Richmond, VA 23218 | Human resources legal advice: immigration matters. | \$10,000 |
| Ogletree Deakins Nash Smoak & Stewart PC | P. O. Box 89 Columbia, SC 29202 | Human resources legal advice: national labor arbitration program and related litigation. | \$5,000 |
| Paul Plevin Sullivan & Connaughton, LLP | 401 B Street, Tenth Floor San Diego, CA 92101 | Human resources legal advice: counsel for employment litigation and dispute matters. | \$12,000 |
| Sheppard, Mullin, Richter & Hampton | 333 S. Hope St., 48th Floor Los Angeles, CA 90071 | Human resources legal advice: wage and hour matters in California. | \$12,000 |

| Name of OCB Professional | Address | Service Provided to Debtors | Average Monthly Fees |
|---------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| Montgomery, McCracken, Walker & Rhoads, LLP | 123 South Broad Street Philadelphia, PA 19109-1099 | Human resources legal advice: Philadelphia EEOC action and other employment matters. | \$8,000 |
| Kennerly Lamishaw & Rossi LLP | 707 Wilshire Blvd., Suite 1400 Los Angeles, CA 90017 | Real estate legal advice: Circuit City Stores West Coast, Inc. property and lease disposition and lease modifications. | \$10,000 |
| Sutherland, Asbill & Brennan LLP | 1114 Avenue of the Americas 40 th Floor New York, NY 10036 | Real estate legal advice: lease disposition and modifications. | \$10,000 |
| Rose Ann Janis | 5005 Amberwood Drive Glen Allen, VA 23059 | Independent contractor to accounting. | \$5,000 |
| Osler, Hoskin & Harcourt LLP | 100 King Street West 1 First Canadian Place Suite 6100 P.O. Box 50 Toronto, Ontario M5X 1B8 | Commercial legal advice: intellectual property issues relating to trademark disputes in Canada for Circuit City Stores West Coast, Inc. (FotoSource Litigation). | \$10,000 |
| Ogilvy Renault | Suite 3800 Royal Bank Plaza, South Tower 200 Bay Street Toronto, Ontario M5J 2Z4 | Commercial legal advice: intellectual property issues relating to various "the City" trademark disputes in Canada filed by Citigroup. | \$10,000 |
| Welch Consulting | 12100 Wilshire Blvd Suite 1650 Los Angeles, CA 90025 | Human resources legal advice: consulting regarding expert testimony for employment issues. | \$7,000 |
| RSM ROC & Company | P.O. Box 10528 San Juan, Puerto Rico 00922-0528 | Sales and use tax support for Puerto Rico. | \$1,500 |
| First Advantage | 1701 Harbor Bay Pkwy, Suite 125 Alameda, CA 94502 | Secure Tax Credits. | Contingent |
| Nationwide Consulting Company, Inc. | Attn: Larry Stern PO Box 548 Glen Rock, NJ 07452 | Property Tax appeals. | Contingent |
| Kurz Group, Inc. | 8333 Douglas Avenue, Suite 1370 Dallas, TX 75225 | Property tax appeals. | Contingent |

| Name of OCB Professional | Address | Service Provided to Debtors | Average Monthly Fees |
|--------------------------------------|-------------------------------------------------------------------------|-----------------------------|----------------------|
| Eugene L. Griffin & Associates, Inc. | 29 North Wacker Drive Chicago, IL 60606 | Property tax appeals. | Contingent |
| Easley, McCaleb & Associates, Inc. | 3980 Dekalb Technology Parkway, Suite 755 Atlanta, GA 30340 | Property tax appeals. | Contingent |
| Ryan, Inc. | 3 Galleria Tower 13155 Noel Road 12th Flr, LB 72 Dallas, TX 75240 | Property tax appeals. | Contingent |
| Adams & Polunsky | One Forum, 16th Floor 8000 IH 10 West San Antonio, TX 78230-3892 | Property tax appeals. | Contingent |
| Smart & Associates, LLP | 1900 N. Roselle Road, Suite 408 Schaumburg, IL 60195 | Property Tax appeals. | Contingent |
| Pricewaterhouse Coopers LLP | 300 Madison Ave. New York, NY 10017 | Accounting and tax advice. | \$20,000 |

EXHIBIT B

Form of Affidavit of Disinterestedness

EXHIBIT B

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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 : Chapter 11
 In re: :
 : Case No. 08-35653 (KRH)
 CIRCUIT CITY STORES, INC., :
et al., : Jointly Administered
 :
 Debtors. :
 - - - - - x

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF [_____] AS A
 PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

STATE OF _____)
) ss:
 COUNTY OF _____)

[NAME], being duly sworn, deposes and says:

i) I am a [member] of the firm [_____
 _____] (the "Firm"), which has been employed by the

debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331 Authorizing Debtors To Employ Professionals Utilized In The Ordinary Course Of Business (the "OCB Professionals Order").

1. The Firm was provided with a list of interested parties, a copy of which is annexed hereto as Exhibit 1, and conducted a search of Firm's records for the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their

¹ The Debtors are the following entities: Tweeter Home Entertainment Group, Inc. ("Tweeter"), Hillcrest High Fidelity, Inc., NEA Delaware, Inc., New England Audio Co., Inc., Sound Advice, Inc., Sound Advice of Arizona, Inc., Sumarc Electronics, Inc., and THEG USA, L.P.

creditors or stockholders, or any party in interest herein, except as set forth hereinafter:

(a) [PLACEHOLDER FOR EXCEPTION]

2. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

3. [PLACEHOLDER FOR STATEMENT OF PAST REPRESENTATION OF THE DEBTORS]

4. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent, and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material. This Firm will be in a position to identify with specificity all such persons or entities when lists of all creditors of the Debtors have been prepared and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11

cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The principal [attorneys and paralegals/other professionals] designated to represent the Debtors and their current standard rates are:

5. [PLACEHOLDER FOR LIST OF PROFESSIONALS AND HOURLY RATES]

6. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its [attorneys and paralegals/other professionals] and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, [PLACEHOLDER FOR DESCRIPTION OF EXPENSES] and, in general, all

identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

7. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm [nor by any member, counsel, or associate thereof] as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Affidavit in Support of Employment of [_____] as a Professional Utilized in the Ordinary Course of Business.

[Professional Name]
[Title]
[Address]

Sworn to before me this _ day of _____, 2008.

Notary Public

My Commission Expires:_____

EXHIBIT 1
Parties in Interest List

The Debtors

Abbott Advertising Agency, Inc.
CC Aviation, LLC
CC Distribution Company of Virginia, Inc.
Circuit City Properties, LLC
Circuit City Purchasing Company, LLC
Circuit City Stores, Inc.
Circuit City Stores PR, LLC
Circuit City Stores West Coast, Inc.
Courcheval, LLC
InterTAN, Inc.
Kinzer Technology, LLC
Mayland MN, LLC
Orbyx Electronics, LLC
Patapsco Designs, Inc.
Prahs, Inc.
Sky Venture Corporation
Ventoux International, Inc.
XS Stuff, LLC

Non-Debtor Affiliates

Asian Sourcing & Procurement Services Co. Ltd.
Circuit City Global Sourcing Ltd
Early Adopter Fund, LLC
InterTAN Canada, Ltd
InterTAN France SNC
InterTAN Ontario Ltd.
PlumChoice, Inc.
Sixth Street Marketplace, LP
St. Tammany Oaks Subdivision Association LLC
Theater Xtreme Entertainment Group, Inc.

Directors and Officers

Baldyga, Lisa
Barretta, Henry P.
Besanko, Brue H.
Bossin, Alan
Bradley, Brian S.
Breitenbecher, Kelly E.
Brill, Ronald M.
Byrd, Carolyn H.
Cuthbertson, Ron
Daoust, Ean
Dunn, Philip J.
Fairbairn, Ursula O.
Feigin, Barbara S.
Foss, Michael E.
Grove, Jacqueline
Hardymon, James F.
Harlow, John T.
Hedgebeth, Reginald D.
Heidemann, Lyle G.
Jonas, Eric A., Jr.
Kane, Alan
Kelly, John J.
King, Alan B.
Kornstein, Don R.
Ma, Jeric
Marcum, James A.
McDonald, Jeffrey A.
Mosier, Michelle
Mulleady, John
Oakey, John A., III
Owen, Linda M.
Pappas, Steven P.
Ramsey, Daniel W.
Mith, Marlies A.
Salovaara, Mikael
Schoonover, Philip J.
Spainhour, J. Patrick
Spurling, Richard D.
Stone, Jeffrey S.
Swidler, Gerald L.
Turner, Ronald L.
Wahle, Elliot

Wong, Mark J.
Woo, Carolyn Y.

Businesses Affiliated with Directors and Officers

AFC Enterprises
Air Products and Chemicals Inc.
Aon Corporation
Bally Total Fitness Holding Corporation
Centex Corporation
Home Depot International
Iconix Brand Group Inc.
Lexmark International Inc.
Nisource Inc.
Pan American Life Insurance
Stride Rite Sourcing International
Sunoco Inc.
Textron Lycoming Corporation
The Brink's Company
The Servicemaster Company
True Value Company
Varsity Brands Inc.
VF Corporation
Wabco Holdings

Significant Shareholders

J. Richard Atwood
Classic Fund Management Aktiengesellschaft
First Pacific Advisors LLC
HBK Investments LP
HBK Management LLC
HBK Master Fund
HBK Master Fund LP
HBK Partners II LP
HBK Services LLC
Robert L Rodriguez
Mark J Wattles

Prepetition and Postpetition

Secured Lenders

Ableco Finance LLC
Bank of America, N.A.
Burdale Finance Ltd.
Capital One Leverage Finance Corporation
Crystal Capital
Fifth Third Bank
General Electric Capital Corporation
GMAC Commercial Finance LLC
JPMorgan Chase Bank, N.A.
National City Business Credit, Inc.
PNC Bank, N.A.
SunTrust Bank
Textron Financial Corporation
UBS Loan Finance LLC
UPS Capital Corporation
Wachovia Capital Finance Corporation
Webster Financial Corporation
Wells Fargo Retail Finance, LLC

Merchandise Creditors

Alliance Entertainment
Apple
Audiovox
Belkin Logistics Inc.
Buena Vista Home Video
Columbia Tristar Home Video
Dlink Systems
Eastman Kodak Company
Electronic Arts
Epson America Inc.
Fox Home Entertainment
Fuji Photo Film USA
Garmin International Inc.
Hewlett-Packard
Hisense USA Corporation

Kingston Technologies
Klipsch Audio Technologies, LLC
Lenovo, Inc.
Lexmark International Inc.
Linksys
Logitech Inc.
Microsoft Corporation
Microsoft Xbox
Mitsubishi Digital Electronics
Monster Cable Products
Nikon Inc.
Olympus Corporation
Omnimount Systems Inc.
Oncorp US, Inc.
Onkyo USA Corporation
Panasonic North America
Paramount Home Video
Pioneer Electronics (USA) Inc
Samsung Electronics America Inc.
Samsung Opto Electronics Inc.
Sandisk Corporation
Sharp Electronics Corporation
Sony Computer Entertainment
Sony Electronics Inc.
Stillwater Designs Inc.
THQ Inc.
Tomtom Inc.
Toshiba America Consumer Products
Toshiba Computer Systems Division
Universal Distribution Records
Vizio
Warner Home Video
Western Digital Technologies
Zenith Electronics Corporation

Vendors and Major Contract Parties

Alpha Security Products
American Systems Corporation
Andrews Electronics Inc.
Bailiwick Data Systems Inc.
CDW Direct LLC
Clay Inc, Bruce
Clickit Inc.
Cormark Inc.
Corporate Express
Corporate Facilities Group
Cosco
DC Power Solutions
Eastern Security Corporation
Eleets Logistics
Ereplacements LLC
Fire Materials Group LLC
Gorilla Nation Media
Graphic Communications
Illinois Wholesale Cash Register
Innerworkings LLC
J&F Mfg Inc
JLG Industries Inc.
Nextag
NFL Enterprises LLC
North American Roofing Systems Inc.
Northern Wire Productions
Orbis Corporation
Pricegrabber.Com LLC
PTR Compactor & Baler Company
Quebecor World KRI
Retail Maintenance Services LLC
Samsung Electronics America Inc.
Shopping.Com Inc.
Shopzilla Inc.
Sony
Specifimedia Inc.
Standard Electric
Streater Inc.
Swift Train Company

Trane
Tremor Media
Universal Fixtures & Display
US Signs
USIS Commercial Services Inc.
Vance Baldwin
Vanguard Products Group Inc.
Vector Security
Virginia Electronic Components
Wayne Dalton Corporation
Weather Channel Interactive, The

Fifty Largest Unsecured Creditors

Advertising.com
Alliance Entertainment
Apex Digital Inc
Audiovox
Belkin Logistics Inc.
Bethesda Softworks
Buena Vista Home Video
Columbia Tristar Home Video
Dlink Systems
Eastman Kodak Company
Fox Home Entertainment
Fuji Photo Film USA
Garmin International Inc.
Graphic Communications
Hewlett-Packard
Hisense USA Corporation
IBM
IBM Strategic Outsourcing Wire
Incomm
Kensington Computer Products Group
Kingston Technologies
Klipsch Audio Technologies LLC
Lenovo, Inc.
Lexar Media Inc.
Lexmark International Inc.
Linksys
Microsoft Corp Consignment
Microsoft Xbox Consignment
Mitac USA Inc.
Mitsubishi Digital Electronics
Monster Cable Products
Navarre Consignment
Navarre Corporation
Nikon Inc.
Olympus Corporation
Omnimount Systems Inc.
Oncorp US, Inc.
Onkyo USA Corporation
Panasonic North America
Paramount Home Video
Pioneer Electronics (USA) Inc.
Samsung Electronics America
Sandisk Corporation
Sharp Electronics Corporation
Simpletech
Sony Computer Entertainment
Sony Electronics Inc.
Stillwater Designs Inc.
THQ Inc. (ValuSoft)
Toshiba America Business Solutions Inc.
Toshiba America Consumer Products
Toshiba Computer Systems Division
Vizio
Vtech Communications Inc.
Vtech Electronics
Warner Home Video
Zenith Electronics Corporation

Consignors

foneGear
Intuit Inc.
Memorex Products, Inc.

Navarre Corporation
Panasonic Consumer Electronics Company
Pinnacle Systems, Inc. (Avid Tech Inc.)
THQ Inc. (ValuSoft)

Credit Card Companies and/or Processors

American Express
Chase Bank, USA
Discover Card
IPS Card Solutions, Inc.
MasterCard
ValueLink
Visa Inc.

Insurers

American Empire Excess & Surplus Lines
American Home Assurance Company
Arch Insurance Group
Axis Reinsurance Company
Axis Surplus Insurance Company
Chubb
CNA Global Specialty Lines
Continental Casualty Company
Essex Insurance Company
Executive Risk Indemnity Inc.
Federal Insurance Company
Fireman's Fund Insurance Company
Glacier Re
Global Aerospace, Inc.
Global Excess Partners
Great American Assurance Company
Great American Insurance Company
Industrial Risk Insurers
Integon Specialty Insurance Company
Lancashire Insurance Company (UK) Ltd
Landmark American Insurance Company
Lexington Insurance Company
Liberty Mutual Fire Insurance Company
Lloyds of London
National Liability & Fire Insurance Company
National Union Fire Insurance Company
Ohio Casualty Insurance Company
Old Republic Risk Management Inc.
Princeton Excess & Surplus Lines Insurance Co.
RSUI Indemnity Company
St. Paul Mercury Insurance Company
State National Insurance Company
Westchester Surplus Lines Insurance Company
XL Specialty Insurance Company
Zurich American Insurance Company

Third Party Administrators

Aetna Life Insurance Company
Alliance Entertainment Corporation
American Express Travel Related Services Company
American Express Trust Company
Aon Inc.
Assurant Inc.
Avista Advantage, Inc.
Beecher Carlson Insurance Services
Computerized Waste Systems
CTSI
E-Count
Empire Blue Cross Blue Shield
Hewitt Associates LLC
IBM
Jardine Lloyd Thompson Canada
Kaiser Permanente
Marsh USA, Inc.
Medco Health Solutions
Mercer Insurance Group
Mid-Atlantic Vision Service Plan, Inc.
Navigant Consulting, Inc
Specialty Risk Services
Tangoe, Inc.

Triple-S Management Corporation
Vision Service Plan
Wachovia Bank, N.A.

Utility Providers

Accent Energy
American Electric Power Company
American Water Company
Alabama Gas Corporation
Alabama Power
Alameda County Water District
Albemarle County Service Authority
Albuquerque Bernalillo County Water
Alderwood Water District
Allegheny Power
Alliant Energy/WP&L
Alltel
Altoona City Authority
Ameren CIPS
Ameren UE
Ameren CILCO
Ameren IP
American Water & Energy Savers
American Water Service, Inc.
Anne Arundel County Water and Wastewater
Anniston Water Works, AL
Arizona Public Service
Aqua New Jersey
Aquarion Water Company of CT
Aquila, Inc.
Arch Wireless
Arkansas Oklahoma Gas Corporation
Arkansas Western Gas Company
Artesian Water Company, Inc.
Ashwaubenon Water & Sewer Utility
AT&T
AT&T (Ameritech)
AT&T (Bellsouth)
AT&T (Pacific Bell)
AT&T (SNET)
AT&T (Southwestern Bell)
AT&T Mobility
Athens Clarke County, GA
Athens-Clarke County Stormwater Utility
Atlantic City Electric
Atmos Energy
Augusta Utilities Department
Aurora Water
Austell Natural Gas System
Autoridad de Acueductos y Alcantarillado
Autoridad de Energia Electrica
Avaya
Avista Utilities
Bangor Gas, ME
Bangor Hydro Electric Company
Bangor Water District
Bay State Gas
Bell South
Bellevue City Treasurer, WA
Belmont County Sanitary Sewer District, OH
Bexar County WCID
Baltimore Gas & Electric
Board of Public Utilities-Cheyenne, WY
Board of Water Supply/HI
Board of Water Works of Pueblo, CO
Borough of Chambersburg, PA
Braintree Electric Light Department
Braintree Water & Sewer Dept
Brazoria County MUD #6
Brick Township Municipal Utilities
Brighthouse Networks
Brownsville Public Utilities Board
Brunswick-Glynn County, GA
Bucks County Water & Sewer Authority
California Water Service-Bakersfield

| | |
|-------------------------------------------|-------------------------------------------|
| Canton Township Water Dept, MI | City of Cuyahoga Falls, OH |
| Cape Fear Public Utility Authority | City of Dallas, TX |
| Cascade Natural Gas | City of Daly City, CA |
| Center Township Water & Sewer Authority | City of Danbury, CT |
| CenterPoint Energy Services Inc. | City of Daphne, AL |
| Central Georgia EMC | City of Daytona Beach, FL |
| Central Hudson Gas & Electric Company | City of Dearborn, MI |
| Central Maine Power | City of Decatur, IL |
| CenturyTel | City of Denton, TX |
| Charleston Water System | City of Dover, DE |
| Charlotte County Utilities | City of Durham, NC |
| Charter Communications | City of East Point, GA |
| Charter Township of Bloomfield, MI | City of Escondido, CA |
| Charter Township of Meridian, MI | City of Falls Church, VA |
| Chattanooga Gas Company | City of Fayetteville, AR |
| Chesapeake Utilities | City of Florence, SC |
| Chesterfield County Utilities Department | City of Folsom, CA |
| Cheyenne Light, Fuel & Power | City of Fort Lauderdale, FL |
| Cincinnati Bell | City of Fort Myers, FL/340 |
| Citizens Gas & Coke Utility | City of Fort Smith, AR |
| Citrus Heights Water District | City of Fredericksburg, VA |
| City and County of Denver, CO | City of Fresno, CA |
| City of Abilene, TX | City of Frisco, TX |
| City of Alcoa Utilities, TN | City of Fullerton, CA |
| City of Alexandria, LA | City of Garland Utility Services |
| City of Altamonte Springs, FL | City of Gastonia, NC |
| City of Amarillo, TX | City of Glendale, CA - Water & Power |
| City of Ammon, ID | City of Goodyear, AZ |
| City of Ann Arbor Treasurer, MI | City of Grand Rapids, MI |
| City of Ardmore, OK | City of Grandville, MI |
| City of Arlington, TX | City of Groveland, FL |
| City of Asheville, NC | City of Groveland, FL |
| City of Atlanta, GA-Dept of Watershed Mg | City of Gulfport, MS |
| City of Austin, TX | City of Harrisonburg, VA |
| City of Avondale, AZ | City of Hattiesburg, MS |
| City of Baltimore, MD | City of Hialeah, FL-Dept of Water & Sewer |
| City of Batavia, IL | City of Hickory, NC |
| City of Beaumont, TX | City of High Point, NC |
| City of Berwyn, IL | City of Houston, TX - Water/Wastewater |
| City of Bethlehem, PA | City of Humble, TX |
| City of Bloomington, IL | City of Huntington Beach, CA |
| City of Bloomington, MN | City of Hurst, TX |
| City of Boca Raton, FL | City of Independence, MO |
| City of Boulder, CO | City of Jacksonville, NC |
| City of Boynton Beach, FL/Utilities Dept | City of Joliet, IL |
| City of Brea, CA | City of Keene, NH |
| City of Bridgeport, WV | City of Keizer, OR |
| City of Brighton, MI | City of Killeen, TX |
| City of Brockton, MA | City of Kingsport, TN |
| City of Brookfield, WI | City of La Habra, CA |
| City of Buford, GA | City of Lafayette, IN |
| City of Burbank, CA | City of Lake Charles, LA |
| City of Burnsville, MN | City of Lake Worth, TX |
| City of Calumet City, IL | City of Lakewood, CA |
| City of Cape Coral, FL | City of Lakewood, CO |
| City of Carmel, IN | City of Laredo, TX |
| City of Cedar Hill, TX | City of League City, TX |
| City of Cedar Park, TX | City of Leominster, MA |
| City of Chandler, AZ | City of Lewisville, TX |
| City of Charlottesville, VA | City of Livermore, CA |
| City of Chicago, IL Dept. of Water | City of Long Beach, CA |
| City of Clearwater, FL | City of Longview, TX |
| City of Cocoa, FL | City of Lufkin, TX |
| City of Colonial Heights, VA | City of Lynnwood, WA |
| City of Columbia, MO | City of Madison Heights, MI |
| City of Columbia, SC | City of Mansfield, TX |
| City of Columbus, OH | City of Manteca, CA |
| City of Concord, NC | City of Maple Grove, MN |
| City of Concord, NH | City of Marion, IL |
| City of Coon Rapids, MN | City of Martinsville, VA |
| City of Coral Springs, FL | City of McHenry, IL |
| City of Corpus Christi, TX-Utility Busing | City of McKinney, TX |
| City of Countryside, IL | City of Melbourne, FL |
| City of Covina, CA | City of Merced |
| City of Crystal Lake, IL | City of Meriden Tax Collector, CT |

| | |
|--------------------------------------|------------------------------------------|
| City of Mesa, AZ | City of Sunnyvale, CA |
| City of Mesquite, TX | City of Tallahassee, FL - Util Dept |
| City of Midland, TX | City of Tampa, FL |
| City of Midwest City, OK | City of Taunton, MA |
| City of Millville, NJ | City of Taylor, MI |
| City of Minnetonka, MN | City of Temple, TX |
| City of Modesto, CA | City of Thornton, CO |
| City of Monrovia, CA | City of Toledo, OH |
| City of Montebello, CA | City of Torrance, CA |
| City of Morgan Hill, CA | City of Troy, MI |
| City of Muskegon, MI | City of Tucson, AZ |
| City of Myrtle Beach, SC | City of Tukwila, WA |
| City of Naperville, IL | City of Tulsa, OK |
| City of Niles, OH | City of Turlock, CA |
| City of Norman, OK | City of Tuscaloosa, AL |
| City of North Canton, OH | City of Tyler, TX |
| City of Norton Shores, MI | City of Vero Beach, FL |
| City of Norwalk, CA | City of Victorville, CA |
| City of Novi, MI | City of Vienna, WV |
| City of OFallon, IL | City of Virginia Beach, VA |
| City of Oklahoma City, OK | City of Waco, TX |
| City of Olympia, WA | City of Warner Robins, GA |
| City of Orange, CA | City of Webster, TX |
| City of Orem, UT | City of West Jordan, UT |
| City of Oxnard, CA | City of West Palm Beach/Utilities |
| City of Pasadena, CA | City of Westland, MI - Dept. 180701 |
| City of Pasadena, TX | City of Wichita Falls, TX |
| City of Pembroke Pines, FL | City of Wichita Water Department, KS |
| City of Pensacola, FL | City of Wilmington, DE |
| City of Peoria, AZ | City of Wilmington, NC |
| City of Phoenix, AZ | City of Winston-Salem, NC |
| City of Pittsburg, CA | City of Woodbury, MN |
| City of Plano, TX | City of Yuma, AZ |
| City of Plantation, FL | City Utilities (Fort Wayne, IN) |
| City of Pontiac, MI | City Utilities of Springfield, MO |
| City of Port Arthur, TX | City Water & Light |
| City of Port Richey, FL | City Water Light & Power, Springfield IL |
| City of Portage, MI | Clackamas River Water |
| City of Portland, OR | Clarksville Department of Electricity |
| City of Portsmouth, NH | Clarksville Gas & Water Department |
| City of Raleigh, NC | Clearwater Enterprises, L.L.C. |
| City of Rancho Cucamonga, CA | Cleco Power LLC |
| City of Redding, CA | Cleveland Utilities |
| City of Richland, WA | Coachella Valley Water District |
| City of Richmond, VA | Cobb County Water System |
| City of Rochester Hills, MI | College Station Utilities - TX |
| City of Rockford, IL | Colorado Springs Utilities |
| City of Rockwall, TX | Columbia Gas of Kentucky |
| City of Roseville, CA | Columbia Gas of Maryland |
| City of Roseville, CA | Columbia Power & Water Systems |
| City of Roseville, MI | Columbus City Utilities |
| City of Round Rock, TX | Columbus Water Works |
| City of Salisbury, NC | Com Ed |
| City of San Bernardino, CA - Water | Comcast |
| City of San Diego, CA | Compton Municipal Water Dept |
| City of San Luis Obispo, CA | Con Edison |
| City of Santa Barbara, CA | Con Edison Solutions |
| City of Santa Maria, CA | Connecticut Light & Power |
| City of Santa Monica, CA | Connecticut Natural Gas Corporation |
| City of Santa Rosa, CA-Water & Sewer | Connecticut Water Company |
| City of Savannah, GA | Connexus Energy |
| City of Sebring, FL | Consolidated Communications |
| City of Selma, TX | Consolidated Mutual Water |
| City of Sherman, TX | Consolidated Waterworks District #1 |
| City of Shreveport, LA-D O W A S | Consumers Energy |
| City of Signal Hill, CA | Contra Costa Water District |
| City of Slidell, LA | County of Henrico, VA |
| City of Somerville, MA | Cox Communications |
| City of Southaven, MS | CPS Energy |
| City of Southlake, TX | Cucamonga Valley Water District |
| City of St. Cloud, MN | Dakota Electric Association |
| City of St. Peters, MO | Davidson Telecom LLC |
| City of Steubenville, OH | Dayton Power & Light |
| City of Sugar Land, TX | Delmarva Power DE/MD/VA |
| City of Summerville, Armuchee | Delta Charter Township, MI |

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|------------------------------------------|------------------------------------------|
| Denver Water | Hawaiian Electric Company, Inc. |
| Deptford Township MUA, NJ | Hawaiian Telecom |
| Direct Energy | Hayward Water System |
| Division of Water, City of Cleveland OH | Helix Water District |
| Dixie Electric Cooperative | Hernando County Utilities, FL |
| Dominion East Ohio | Hicksville Water District |
| Dothan Utilities | Highland Sewer & Water Authority |
| Douglasville-Douglas County GA | Highland Utilities Dept, IN |
| DTE Energy | Highlands Ranch Metro Districts |
| Dublin San Ramon Services District | Hillsborough County Water Resource Ser. |
| Duke Energy | Holland Board of Public Works |
| Dupage County Public Works | Holland Charter Township, MI |
| Duquesne Light Company | Holyoke Gas & Electric Department |
| East Bay Municipal Utility District | Holyoke Water Works, MA |
| East Brunswick Water Utility | Huntsville Utilities, AL |
| Eastern Municipal Water District | Idaho Power |
| Easton Suburban Water Authority | Imperial Irrigation District, CA |
| Easylink Services Corporation | Indian River County Utilities, FL |
| El Paso Electric Company | Indianapolis Power & Light |
| El Paso Water Utilities | Indianapolis Water Company |
| El Toro Water District | Insight |
| Electric City Utilities/City of Anderson | Intercall |
| Electric Power Board-Chattanooga | Intermountain Gas Company |
| Elizabethtown Gas | Intermountain Rural Electric Association |
| Elmira Water Board NY | Irvine Ranch Water District |
| Elyria Public Utilities | Jackson Electric Membership Corp, GA |
| Embarq Communications | Jackson Energy Authority |
| Emerald Coast Utilities Authority | Jackson Water Collection, MI |
| Entergy Arkansas, Inc. | Jacksonville Electric Authority |
| Entergy Gulf States LA, LLC | Jefferson County AL, Sewer Service Fund |
| Equitable Gas Company | Jefferson Parish, LA |
| Erie County Water Authority | Jersey Central Power & Light |
| Evansville, IN Waterworks Dept | Johnson City Power Board |
| Everett Utilities | Johnson City Utility System |
| Fairfax Water - VA | Kansas City Power & Light Company |
| Fairfield Municipal Utilities | Kansas Gas Service |
| Fairpoint Communications | KCMO Water Services Department |
| Fewtek Inc. | Keynote Red Alert |
| First Utility District of Knox County | Kissimmee Utility Authority |
| Flint EMC, GA | Knoxville Utilities Board |
| Flint Township-Board of Public Works | Kentucky Utilities Company |
| Florence Water & Sewer Commission | Laclede Gas Company |
| Florida City Gas | Lafayette Utilities Systems |
| Florida Power & Light Company | Lake Apopka Natural Gas District, FL |
| Florida Public Utilities Co, DeBary | Lake County Dept of Public Works, IL |
| Floyd County Water Department | Lakehaven Utility District |
| Fontana Water Company | Lakeland Electric/City of Lakeland,FL |
| Fort Collins Utilities | Lansing Board of Water & Light |
| Fort Worth Water Dept, TX | Lee County Electric Cooperative |
| Frederick County Division of Utilities | Lincoln Electric System |
| Frontier | Long Island American Water, NY |
| Fruitland Mutual Water Company | Long Island Power Authority |
| Gainesville Regional Utilities | Los Angeles County Dept. of Public Works |
| Gas South | Los Angeles Dept of Water & Power |
| Geoff Patterson, Receiver of Taxes | Loudoun Water |
| Georgia Power | Louisville Water Company |
| Golden State Water Company | Lubbock Power Light & Water |
| Grand Chute Utilities | Lycoming County Water & Sewer Authority |
| Grand Traverse County Dept of Pub Works | Macon Water Authority |
| Granite Telecommunications | Madison Gas and Electric - WI |
| Greater Augusta Utility District, ME | Madison Suburban Utility District |
| Greater Cincinnati Water Works | Madison Water/Sewer/Storm Utilities, WI |
| Green Bay Water Utility | Manchester Water Works |
| Green Mountain Power | Marin Municipal Water District |
| Greene County - Department of Public Wor | Martin County Utilities |
| Greenville Utilities Commission, NC | McAllen Public Utilities -TX |
| Greenville Water System, SC | MCI |
| GreyStone Power Corporation | Manatee County Utilities Cust Serv |
| Gulf Power | Medford Water Commission, OR |
| Gwinnett Co. Water Resources | Memphis Light, Gas & Water Division |
| Hamilton Township | Merced Irrigation District |
| Hampton Roads Utility Billing Services | Merchantville - Pennsauken |
| Harker Heights Water Department, TX | Met-Ed |
| Harpeth Valley Utilities District | Metro |
| Harrisonburg Electric Commission | Metro Technology, Inc. (AL) |

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|------------------------------------------|-----------------------------------------------|
| Metro Water Services TN | Pinellas County, FL-Utilities |
| Metropolitan St. Louis Sewer District | Plaza Mill Limited |
| Miami-Dade Water and Sewer Dept. | PNM Electric & Gas Services |
| MidAmerican Energy Company | Portland General Electric |
| Mid-Carolina Electric Cooperative | Portland Water District - ME |
| Middle Tennessee Electric Membership | PPL Utilities |
| Milwaukee Water Works | Prattville Water Works Board |
| Mishawaka Utilities | Progress Energy Carolinas, Inc |
| Mississippi Power | Providence Water |
| Missouri Gas Energy | Public Service Electric & Gas Company |
| Mobile Area Water & Sewer System | PSNC Energy (Public Service Company of NC) |
| Modesto Irrigation District | Public Service of New Hampshire |
| Monroe County Water Authority | Public Works Commission, City of Fayetteville |
| Monte Vista Water District | Puerto Rico Telephone |
| Montgomery Water Works | Puget Sound Energy |
| Mount Laurel Municipal Utilities | Prince William County Services |
| Mount Pleasant Waterworks, SC | Questar Gas |
| Mountaineer Gas | Qwest |
| Nashville Electric Service | Racine Water & Wastewater Utilities, WI |
| National Fuel | Rancho California Water District |
| National Grid | Regional Water Authority, CT |
| Nevada Power Company | Research In Motion |
| New Braunfels Utilities, TX | Rochester Gas & Electric |
| New England Gas Company | Ritter Communications |
| New England Water Utility Services, Inc. | Riverdale City Corporation |
| New Hampshire Gas Corporation | Riverside Public Utilities, CA |
| New Jersey Natural Gas Company | Roanoke Gas Company |
| New Mexico Utilities, Inc. | Rocky Mount Public Utilities |
| Newport News Waterworks | Sacramento County Utilities |
| Nextel Communications | Sacramento Municipal Utility District |
| Nicor Gas Transportation | Saddleback Communications |
| Nicor Gas | Saint Paul Regional Water Services |
| Northern Indiana Public Service Company | Salt Lake City Corporation |
| North Attleborough Electric | San Angelo Water Utilities |
| North Attleborough Public Works | San Antonio Water System |
| North Little Rock Electric | San Diego Gas & Electric |
| North Shore Gas | San Jose Water Company |
| North State Communications | Santa Buckley Energy |
| North Wales Water Authority | Santa Cruz Municipal Utilities |
| Northampton Borough Municipal Authority | Santa Margarita Water District-SMWD |
| Northern Utilities Natural Gas | Santee Cooper |
| Northern Virginia Electric Cooperative | Sarasota County Environmental Services |
| NSTAR/ | Sawnee EMC |
| NW Natural | South Carolina Electric & Gas |
| NYC Water Board | Sebring Gas System Inc. |
| New York State Electric & Gas | Second Taxing District Water Department |
| O.C.W.S. Okaloosa County | Semco Energy Gas Company |
| Ocala Electric Utility, FL | Sempra Energy Solutions |
| Oceanic Time Warner Cable | SFPUC-Water Department, CA |
| Onondaga County Water Authority | Shelby Township Dept of Public Works |
| Oklahoma Gas & Electric Service | Sierra Pacific Power Company-NV |
| Ohio Edison | Silverdale Water District # 16 |
| Oklahoma Natural Gas Company | Simplenet |
| Olivenhain Municipal Water District | Skytel |
| Ontario Water Works | Southern Maryland Electric Cooperative |
| Orange and Rockland Utilities | Snapping Shoals EMC |
| Orange County Utilities | Snohomish County PUD |
| Orlando Utilities Commission | South Bend Water Works |
| Orwell Natural Gas Company | South Central Power CO, OH |
| Ozarks Electric Cooperative Corporation | South Jersey Gas Company |
| Pacific Gas & Electric | South Louisiana Electric Cooperative |
| Pacific Power-Rocky Mountain Power | Southern California Edison |
| Paducah Power System | Southern California Gas |
| Panama City Utilities Department , FL | Southwest Gas Corporation |
| Parker Water & Sanitation District | Southwestern VA Gas Company |
| Paulding County Water, GA | Spartanburg Water System |
| Pearl River Valley EPA | Spectrum Utilities Solutions |
| Peco Energy Company | Spokane County Utilities |
| Pedernales Electric Cooperative, Inc. | Spokane County Water Dist #3 |
| Penelec | Spring Hill Water Works, TN |
| Pennichuck Water Works, Inc. | Springfield Utility Board |
| Peoples Gas | Springfield Water & Sewer Commission |
| PEPCO (Potomac Electric Power Company) | Sprint |
| Philadelphia Gas Works | Salt River Project |
| Piedmont Natural Gas-Nashville Gas | St. Lucie West Services District |

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|-----------------------------------------|------------------------------------------|
| Suburban East Salem Water District | Verizon (GTE) |
| Suburban Natural Gas | Verizon Online |
| Suddenlink | Verizon Wireless |
| Suez Energy Resources NA | Vermont Gas Systems, Inc. |
| Suffolk County Water Authority - NY | Village of Algonquin, IL |
| Summit Township Water Authority | Village of Arlington Heights, IL |
| Sumter Electric Cooperative, Inc., FL | Village of Bedford Park, IL |
| Surewest | Village of Bloomingdale, IL |
| Sweetwater Authority | Village of Downers Grove, IL |
| T Mobile | Village of Elmwood Park, IL |
| Tacoma Public Utilities | Village of Gurnee, IL |
| Taunton Municipal Lighting Plant | Village of Matteson, IL |
| TDS Telecom | Village of Niles, IL |
| Tampa Electric Company | Village of Norridge, IL |
| Terrebonne Parish Consolidated Govt. | Village of Nyack Water Dept., NY |
| Texas Gas Service | Village of Schaumburg, IL |
| The Illuminating Company | Village of Wellington, FL |
| The Metropolitan District CT | Virginia Natural Gas |
| The Torrington Water Company | Vista Irrigation District |
| Thoroughbred Village | Walnut Valley Water District |
| Toledo Edison | Walton EMC PO Box 1347/260 |
| Tombigbee Electric Power Assoc-Tupelo | Warrington Township Water & Sewer Dept. |
| Town of Apex, NC | Washington Gas |
| Town of Aurelius - Water & Sewer, NY | Washington Suburban Sanitary Commission |
| Town of Burlington, MA | Water Gas & Light Commission |
| Town of Cary, NC | Water Revenue Bureau, PA |
| Town of Collierville, TN | WaterOne |
| Town of Cortlandt, NY | Wisconsin Electric |
| Town of Danvers, MA-Electric Division | Wisconsin Gas |
| Town of Dartmouth, MA | West View Water Authority |
| Town of Foxborough, MA | Westar Energy/KPL |
| Town of Gilbert, AZ | Western Allegheny County MUA |
| Town of Hanover, MA-Tax Collector | Western Massachusetts Electric |
| Town of Manchester, CT | Westminster Finance - CO |
| Town of Natick, MA | Wilkinsburg-Penn Joint Water Authority |
| Town of Plymouth, MA | Williston Water Department |
| Town of Queen Creek Water, AZ | Willmut Gas Company |
| Town of Salem, NH | Windstream |
| Town of Schererville, IN | Wisconsin Public Service Corporation |
| Town of Vestal, NY - Utility Fund | Withlacoochee River Electric Cooperative |
| Town of Victor, NY | Wright-Hennepin Coop Electric |
| Town of Wallkill, NY | Xcel Energy: Southwestern Public Service |
| Township of Freehold, NJ | Yankee Gas Services |
| Township of Livingston, NJ | Youngstown Water Dept., OH |
| Township of Roxbury, NJ | |
| Township of Wayne, NJ | |
| TPS | <u>Real Property Lessors</u> |
| Tri-County Electric Cooperative/TX | 1030 W. North Avenue Bldg., LLC |
| Trinsic Spectrum Business | 120 Orchard LLC |
| Truckee Meadows Water Authority, NV | 1251 Fourth Street Investors, LLC |
| Trumbull County Water & Sewer Dept. | 13630 Victory Boulevard LLC |
| Trussville Utilities Board, AL | 1890 Ranch, Ltd |
| Tucows Com | 1965 Retail LLC |
| Tucson Electric Power Company | 19th Street Investors, Inc. |
| Tupelo Water & Light Dept | 36 Monmouth Plaza LLC |
| Turlock Irrigation District | 3725 Airport Boulevard, LP |
| TXU Energy | 380 Towne Crossing, LP |
| Tylex Inc./TX | 4 Newbury Danvers LLC |
| UGI Energy Services, Inc. | 44 North Properties, LLC |
| UGI Penn Natural Gas | 444 Connecticut Avenue LLC |
| United Illuminating Company | 502-12 86th Street, LLC |
| United Power | 5035 Associates, LP |
| United Water Idaho | 601 Plaza, LLC |
| United Water New Jersey/Harrington Park | 610 & San Felipe, Inc. |
| United Water Pennsylvania | 680 S. Lemon Avenue Company LLC |
| Unitil Concord Electric Company | 700 Jefferson Road Ii, LLC |
| USA Mobility | ADD Holdings, LP |
| UTE Water Conservancy District | AAC Cross County Leasehold Owner, LLC |
| Utilities Inc. of Louisiana | Abercorn Common, LLP |
| Utility Billing Services-AR | Abrams Willowbrook Three LP |
| Utility Payment Processing, Baton Rouge | Acadia Realty Limited Partnership |
| Valencia Water Company, CA | Accent Homes, Inc |
| VCCDD Utility | ACPG Management, LLC |
| Vectren Energy Delivery | Advance Real Estate Management, LLC |
| Verizon (BA) | Agree Limited Partnership |
| | AIG Baker Deptford, LLC |

AIG Baker Hoover, LLC
Alameda Associates
Alexander's Of Rego Park Center, Inc.
Alexandria Main Mall LLC
Alliance - Rocky Mount, LLC
Almaden Plaza Shopping Center, Inc.
Almeda-Rowlett Retail LP
Almonesson Associates, LP
Altamonte Springs Real Estate Associates, LLC
Amargosa Palmdale Investments, LLC
AMB Property, LP
Amcap Arborland LLC
Amcap Northpoint LLC
American National Bank & Trust Company Of Chicago
American National Insurance Company
Amherst Industries, Inc.
AMLI Land Development- I, LP
Ammon Properties LLC
AM REIT Texas Real Estate Investment Trust
AR Investments, LP
Arboretum of South Barrington LLC
Ardmore Development Authority
Argyle Forest Retail I, LLC
Arho LP
Arrowhead Net Lease, LP
Arundel Mills Marketplace LP
Atlantic Center Fort Greene Associates LP
Avenue Forsyth LLC
Avr Cpc Associates, LLC
Awe-Ocala, Ltd.
Bainbridge Shopping Center II LLC
Baker Natick Promenade LLLC
Barberio, Janet
Bard, Ervin & Suzanne
Barnes and Powers North LLC
Basile LLC
Basser - Kaufman 222, LLC
Basser-Kaufman Inc.
Battlefield Fe LP
BBD Rosedale, LLC
BC Portland Partners, Inc.
Bear Valley Road Partners LLC & M Lantz LLC
Beatson, William P. Jr.
Becker Investment Company
Becker Trust, LLC
Bedford Park Properties, LLC
Bel Air Square LLC
Bella Terra Associates LLC
Benderson Development Company
Benderson Properties Inc.
Benenson Columbus - OH Trust
Berkshire West
Berkshire-Amherst, LLC
Berkshire-Hyannis, LLC
BFLO-Waterford Associates, LLC
BFW/Pike Associates, LLC
BG Walker, LLC
BK Properties LP
Blank Aschkenasy Properties LLC
Building Retail 2007 LLC & Netarc LLC
BI-NTY I, LLC
Boise Towne Plaza LLC
Bond CC. V Delaware Business Trust
Bond CC II Delaware Business Trust
Bond CC III Delaware Business Trust
Bond CC IV Delaware Business Trust
Bond-Circuit II Delaware Business Trust
Bond-Circuit IV Delaware Business Trust
Bond-Circuit IX Delaware Business Trust
Bond-Circuit V Delaware Business Trust
Bond-Circuit VIII Delaware Business Trust
Bond-Circuit X Delaware Business Trust
Bond-Circuit XI Delaware Business Trust
Boulevard Associates

Boulevard North Associates, LP
Boyer Lake Pointe, Lc
BPP-Connecticut LLC
BPP-Muncy LLC
BPP-Ny LLC
BPP-Oh LLC
BPP-Redding LLC
BPP-Sc LLC
BPP-Va, LLC
BPP-Wb, LLC
Brandywine Grande C, LP
Bre, Louis Joliet, LLC
Briantree Property Association LP
Brick 70 LLC
Brighton Commercial LLC
Broadacre South LLC
Broadstone Crossing LLC
BT Bloomington LLC
Burbank Mall Associates LLC
Burnham Pacific Properties
By-Pass Development Company LLC
CC. Hamburg NY Partners, LLC
CJM. Management Company
CA New Plan Asset Partnership IV, LLP
Cafaro Governors Square Partnership
Camelback Center Properties
Cameron Group Associates LLP
Campbell Properties LP
Cap Brunswick LLC
Caparra Center Associates, S.E.
Capital Centre LLC
Cardinal Capital Partners
Cardinal Court, LLC
Carlyle-Cypress Tuscaloosa I, LLC
Carousel Center Company, LP
Carriage Crossing Market Place, LLC
Carrollton Arms
Catellus Development Corporation
Catellus Operating LP
CBC - Wilbur Properties
CBL Terrace Limited Partnership
CC - Investors 1995-6
CC - Investors 1996-1
CC - Investors 1996-12
CC - Investors 1996-17
CC - Investors 1996-3
CC Brandywine Investors 1998 LLC
CC Colonial Trust
CC Countryside 98 LLC
CC East Lansing 98 LLC
CC Frederick 98 LLC
CC Ft. Smith Investors 1998 LLC
CC Grand Junction Investors 1998 LLC
CC Green Bay 98 LLC
CC Harper Woods 98 LLC
CC Independence LLC
CC Indianapolis 98 LLC
CC Indianapolis LLC
CC Investors 1995-1
CC Investors 1995-2
CC Investors 1995-3
CC Investors 1995-5
CC Investors 1996-10
CC Investors 1996-14
CC Investors 1996-6
CC Investors 1996-7
CC Investors 1997-10
CC Investors 1997-12
CC Investors 1997-2
CC Investors 1997-3
CC Investors 1997-
CC Jackson 98 LLC
CC Kingsport 98 LLC
CC La Quinta LLC
CC Lafayette LLC

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|------------------------------------------|------------------------------------------|
| CC Madison LLC | Compton Commercial Redevelopment Company |
| CC Merrillville Trust | Concar Enterprises Inc. |
| CC PhiladeLPhia 98 LLC | Concord Mills LP |
| CC Ridgeland 98 LLC | Condan Enterprises LLC |
| CC Roseville, LLC | Congressional North Associates LP |
| CC Springs LLC | Continental 45 Fund LLC. |
| CC Wichita Falls 98 Trust | Continental 64 Fund LLC |
| CCC Realty, LLC | Cortlandt B. LLC |
| CCDC Marion Portfolio LP | Cosmo-Eastgate, Ltd. |
| CCI Louisiana Trust | Cottonwood Phase V LLC |
| CCI Trust 1994-I | Coventry II DDR Buena Park Place LP |
| CC-Virginia Beach LLC | Coventry II DDR Merriam Village LLC |
| CDB Falcon Sunland Plaza LP | Covington Lansing Acquisition LLC |
| Cedar Development, Ltd | CP Venture Two LLC |
| Centennial Holdings LLC | Craig-Clarksville Tennessee LLC |
| Central Investments, LLC | Crosspointe 08 A LLC |
| Central Park 1226, LLC | Crossways Financial Associates LLC |
| Central Park Property Owners Association | Crown CC 1 LLC |
| Centro Bradley Spe 7 LLC | CT Retail Properties Finance V LLC |
| Centro Heritage County Line LLC | Cypress/Spanish Fort I LP |
| Centro Heritage Innes Street LLC | Daly City Partners I LP |
| Centro Heritage UC Greenville LLC | Daniel G. Kamin Baton Rouge LLC |
| Centro Properties Group | Daniel G. Kamin Burlington LLC |
| Centro Watt | Daniel G. Kamin Elmwood Park LLC |
| Century Plaza Development Corporation | Daniel G. Kamin Flint, LLC |
| Cermak Plaza Associates LLC | Daniel G. Kamin Mcallen LLC |
| CFH Realty III/Sunset Valley LP | Daniel G Kamin and Howard Kadish, LLC |
| Chalek Company LLC | Dartmouth Marketplace Associates |
| Chambersburg Crossing LP | Dayton Hudson Corporation |
| Chandler Gateway Partners LLC | DDR Southeast Loisdale LLC |
| Chapel Hills - West LLC | DDR Crossroads Center LLC |
| Chapman And Main Center | DDR Family Centers LP |
| Charbonnet Family Ltd et. al | DDR Highland Grove LLC |
| Charlotte (Archdale) UY LLC | DDR Homestead LLC |
| Chehalis Hawaii Partners LLC | DDR Horseheads LLC |
| Chico Crossroads LP | DDR Mdt Asheville River Hills |
| Chino South Retail PG LLC | DDR Mdt Fairfax Towne Center LLC |
| CHK LLC | DDR Mdt Grandville Marketplace LLC |
| Cim/Birch St., Inc. | DDR Mdt Monaca Township Marketplace LLC |
| Circuit Distribution - Illinois | DDR Mdt Union Consumer Square, LLC |
| Circuit II Corporation | DDR Miami Ave LLC |
| Circuit Investors - Fairfield, LP | DDR Norte LLC, S.E. |
| Circuit Investors - Vernon Hills, LP | DDR Southeast Cary LLC |
| Circuit Investors - Yorktown, LP | DDR Southeast Cortez, LLC |
| Circuit Investors #2 Ltd | DDR Southeast Culver City District |
| Circuit Investors #3 LP | DDR Southeast Dothan Outparcel, LLC |
| Circuit Investors #4 - Thousand Oaks LP | DDR Southeast Highlands Ranch LLC |
| Circuit Oklahoma Property Investor | DDR Southeast Olympia District |
| Circuit Pennsylvania Corporation | DDR Southeast Rome LLC |
| Circuit Sports LP | DDR Southeast Snellville LLC |
| Circuit Tax Property Investors LP | DDR Southeast Union LLC |
| Circuitville LLC | DDR Southeast Vero Beach LLC |
| Citrus Park CC LLC | DDR 1st Carolina Crossings South LLC |
| City View Center LLC | DDRA Arrowhead Crossing LLC |
| CK Richmond Business Services #2, LLC | DDRM Hilltop Plaza LP |
| Clairemont Square | DDRM Skyview Plaza LLC |
| Clay Terrace Partners LLC | DDR-Sau Greenville Point LLC |
| Cleveland Towne Center LLC | DDR-Sau Wendover Phase II, LLC |
| Coastal Way LLC | DDRTC CC Plaza LLC |
| Cobb Corners II LP | DDRTC Columbiana Station I LLC |
| Cofal Partners LP | DDRTC Creeks at Virginia Center LLC |
| Cohab Realty LLC | DDRTC McFarland Plaza LLC |
| Coldwater Development LLC | DDRTC Newnan Pavilion LLC |
| Cole CC Aurora Co, LLC | DDRTC Southlake Pavilion LLC |
| Cole CC Groveland Fl, LLC | DDRTC Sycamore Commons LLC |
| Cole CC Kennesaw Ga, LLC | DDRTC T&C LLC |
| Cole CC Mesquite Tx, LLC | DDRTC Walks at Highwood Preserve I LLC |
| Cole CC Taunton Ma, LLC | Decatur Plaza I, LLC |
| Colonial Heights Holding, LLC | Deerbrook Anchor Acquisition LLC |
| Colonial Heights Land Association | Dematteo Management Inc. |
| Colonial Square Associates LLC | Dentici Family Limited Partnership |
| Colonnade LLC | Derito Pavilions 140 LLC |
| Colony Place Plaz, LLC | Desert Home Communities of Oklahoma, LLC |
| Columbia Plaza Shopping Center Venture | DEV LP |
| Community Centers One LLC | Diamond Square LLC |

Dicker/Warmington Properties
Dikeou, Deno P.
Dim Vastgoed, N.V.
DJD Partners LP
DMC Properties, Inc.
Dollinger Lost Hills Associates
Donahue Schriber Realty Group LP
Dowel Conshohocken LLC
Dowel-Allentown, LLC
Doyle Winchester Properties, LLC
Drexel Delaware Trust
Drury Land Development Inc.
Durham Westgate Plaza Investors LLC.
E&A Northeast LP
Eagleridge Associates (Pueblo) LLC
East Gate Center V
Eastchase Market Center LLC
Eastland Shopping Center LLC
Eastridge Shopping Center LLC
EEL Mckee LLC
EKLEC Co. Newco LLC
ELPF Slidell, LLC
Emporium on LBJ Owners Association
Encinitas PFA, LLC
Enid Two, LLC
ERP of Midway, LLC
Estate of Joseph Y. Einbinder
Evansville Developers LLC, G.B.
Evergreen Mcdowell And Pebble Creek LLC
Excel Realty Partners LP
Excel Westminster Marketplace, Inc.
F.R.O., LLC Ix
Faber Bros., Inc
Fairfax Court LP
Fairview Heights Investors LLC
Fairway Centre Associate, LP
Faram Muskegon LLC
Farmingdale-Grocery LLC
Fayetteville Developers LLC
FC Janes Park LLC
FC Richmond Associates LP
FC Treeco Columbia Park, LLC
FC Wodbridge Crossing, LLC
Federal Realty Investment Trust
Feil Organization, The
FGP Company
Fingerlakes Crossing LLC
Firecreek Crossing o Reno LLC
First Berkshire Properties LLC
FJL MVP LLC
Flintlock Northridge LLC
F&M Properties
Fogg-Snowville LLC
Foothill Business Association
Foothill Pacific Towne Center
Forecast Danbury LP
Forest City Commercial Group LLC
Forest City Ratner Company
Fourels Investment Company
Fr/Cal Gouldsboro Property Holding LP
Friedland, Lawrence And Melvin
FW CA Brea Marketplace LLC
G&S Livingston Realty Inc.
Gainesville Outdoor Advertising Inc.
Galileo Apollo II Sub, LLC
Galileo CMBS T2 NC LP
Galileo Freshwater/Stateline LLC
Galileo Northeast LLC
Galleria Partnership
Galleria Plaza Ltd.
Garden City Center
Gateway Center Properties III, LLC
Gateway Company LLC
Gateway Woodside Inc.
GC Acquisition Corporation

Geenen Dekock Properties LLC
Generation H One and Two LP
GGP Mall of Louisiana LP
GGP-Steeplegate Inc.
Gladwyne Investors, LP
Glenmoor LP
GMS Golden Valley Ranch LLC
Goldsmith, Barbara L.
Goodmill LLC
Gould Livermore LLC
Grand Hunt Center Oea
Gravois Bluffs III LLC
GRE Grove Street One LLC
GRE Vista Ridge LP
Greater Orlando Aviation Authority
Greece Ridge LLC
Greeley Shopping Center LLC
Green 521 5th Avenue LLC
Green Acres Mall LLC
Greenback Associates
Greenwood Point LP
GRI-EQY (Sparkleberry Square) LLC
GS Erie LLC
GS II Brook Highland LLC
Gunning Investments, LLC
Hallaian Brothers
Hamilton Chase Santa Maria LLC
Hamilton Crossing I LLC
Hampden Commons Condominium Association
Hannon Ranches Ltd
Hanson Industries Inc.
Harold and Lucille Chaffee Trust
Hart Kings Crossing LLC
Hartman 1995 Ohio Property Trust
Harvest/NPE LP
Hayden Meadows JV
Hayward 880, LLC
Heritage Property Investment LP
Heritage-Lakes Crossing LLC
Hickory Hollow Development Inc.
Hickory Ridge Pavilion LLC
Highlands Ranch Community Association
HIP Stephanie, LLC
HK New Plan Covered Sun LLC
HK New Plan EPR Property Holdings LLC.
HK New Plan Exchange Property Owner II LP
HKK Investments
Hollingsworth Capital Partners - Intermodal, LLC
Holyoke Crossing LP II
Home Depot USA Inc.
Hoprock Limonite LLC
Howland Commons Partnership
HRI/Lutherville Station LLC
Hudson Realty Trust
Huntington Mall Company
HV Covington LLC
HWR Kennesaw LLC
I-10/Bunker Hill Associates, LP
I-93 Somerville LLC
Iannucci Development Corporation
Immobilien Verwaltung GMBH
Indian River Mall
Inland American Chesapeake Crossroads LLC
Inland American Oklahoma City Penn, LLC
Inland American Retail Management
Inland Commercial Property Management Inc.
Inland Us Management LLC
Inland Western Austin Southpark Meadows II LP
Inland Western Cedar Hill Pleasant Run LP
Inland Western College Station Gateway II, LP
Inland Western Columbus Clifty LLC
Inland Western Houma Magnolia LLC
Inland Western Lake Worth Towne Crossing
Inland Western Lewisville Lakepointe LP
Inland Western McDowell LLC

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|----------------------------------------------------------------|----------------------------------------------|
| Inland Western Oswego Gerry Centennial LLC | Little Britain Holding, LLC |
| Inland Western Richmond Mayland LLC | Loop West LLC |
| Inland Western San Antonio Hq LP | Louis Joliet Shoppingtown LP |
| Inland Western Southlake Corners LP | Lucknow Associates |
| Inland Western Sugar Land Colony LP | Lufkin Gkd Partner, LP |
| Inland Western Temecula Commons LLC | M & M Berman Enterprises |
| Inland Western West Mifflin Century III District | MIA Brookhaven LLC |
| Intergrated Real Estate Services LLC | Macerich Lakewood LLC |
| International Speedway Square Ltd | Macerich Vintage Fair LP |
| Interstate Augusta Properties LLC | Macy's Central |
| Investors Brokerage Inc. | Madison Waldorf LLC |
| Irish Hills Plaza West II LLC | Magna Trust Company |
| Irvine Company LLC | Main Street At Exton LP |
| Irving Harlem Venture LP | Mall at Gurnee Mills LLC |
| J&F Enterprises | Mall at Valle Vista LLC |
| Jaffe of Weston II Inc. | Mall of Georgia LLC |
| Janaf Crossings, LLC | Mallview Plaza Company Ltd. |
| Jantzen Dynamic Corporation | Manco Abbott OEA Inc. |
| Jefferson Mall Company II LLC | Mansfield Seq 287 and Debbie Ltd. |
| JKCG LLC | Manteca Stadium Park LP |
| Johnson City Crossing (Delaware)LLC | Marco Portland General Partnership |
| Johnstown Zamias LP | Market Heights Ltd |
| Jubilee-Springdale LLC | Marlton VF, LLC |
| Jurupa Bolingbrook LLC | Mass One LLC |
| JWC/Loftus LLC | Mayfair - MDCC Business Trust |
| K&G/Dearborn LLC. | MB Fabyan Randall Plaza Batavia LLC |
| Kamin Realty Co | MB Keene Monadnock LLC |
| Karns Real Estate Holdings II, LLC | McAlister Square Partners Ltd |
| Katy Mills Mall LP | MD-GSI Associate, LLC |
| KB Columbus I-CC | MDS Realty II, LLC |
| KC Benjamin Realty LLC | Meacham Business Center LLC |
| K E - Athens LLC | Meadowbrook Village LP |
| Kendall-77 Ltd. | Melbourne-JCP Associates Ltd. |
| Kentucky Oaks Mall | Melville Walton Hone, Trustee Of Hone Family |
| K-Gam Broadway Way Craycroft LLC | Memorial Square 1031 LLC |
| Kimco Acadiana 670 Inc. | Meridian Village LLC |
| Kimco Arbor Lakes S.C., LLC | Metro Center LLC |
| Kimco Pk LC | Meyerland Plaza (De) LLC |
| Kimco Realty Corporation | MHW Warner Robins LLC |
| KIR Amarillo LP | Mibarev Development I LLC |
| KIR Arboretum Crossing LP | Mid US LLC |
| KIR Augusta I 044 LLC | Mid-America Asset Management |
| KIR Piers 716 LLC | Milford Crossing Investors LLC |
| Kite Coral Springs LLC | Millman 2000 Charitable Trust |
| Knoxville Levcac LLC | Millstein Industries LLC |
| KNP Investments | MK Kona Commons LLC |
| Kobra Properties | Mobile KPT LLC |
| Kolo Enterprises | Monrovia Marketplace LLC |
| Kramont Vestal Management LLC | Montclair Plaza LLC |
| KRG Market Street Village LP | Monte Vista Crossings, LLC |
| Kroustalis Investment | Montevideo Investments, LLC |
| Krupp Equity Limited Partnership | Montgomery Towne Center Station, Inc |
| KSK Scottsdale Mall LP | Morgan Hill Retail Venture LP |
| L. Mason Capitani Propety & Asset Mgmt. Inc | Morris Bethlehem Associates LP |
| La Cienega-Sawyer Ltd. | Morrison Crossing Shopping Center |
| La Frontera Village LP | Mount Berry Square LLC |
| La Habra Imperial LLC | Mr Keene Mill 1 LLC |
| Landing at Arbor Place LP, The | Msf Eastgate-I LLC |
| Landings Management Association | Myrtle Beach Farms Company Inc. |
| Landman, Deborah, Eli Landman, Zoltan Schwartz & Anna Schwartz | Nap Northpoint LLC |
| Laredo/MDN II LP | National Retail Properties, LP |
| Larry J. Rietz, MP, LLC | Nazario Family Partnership |
| Las Vegas Land and Development Company LLC | Necrossgates Commons Newco, LLC |
| LB Commercial Mortgage Trust Series 1998 C1 | Nevada Investment Holdings, Inc. |
| LC White Plains Retail LLC | New Plan Excel Realty Trust |
| Lea Company | New Plan of Memphis Commons, LLC |
| League City Towne Center Ltd | New River Properties |
| Leben, Robert L. & Mary C. | NMC Stratford LLC |
| Lester Development Corporation | North Attleboro Marketplace II LLC |
| Lexington Corporate Properties Inc. | North Hill Centre, LLC |
| Lexington Lion Weston I LP | North Plainfield VF LLC |
| Lincoln Plaza Associates LP | Northcliff Residual Parcel 4 LLC |
| Lincoln US Properties LP | Northern Trust Bank of California |
| Linden Business Center Association | Northwoods LP |
| | Novogroder/Abilene LLC |

NP Huntsville LLC
NP I&G Conyers Crossroads LLC
NP/SSP Baybrook LLC
NPP Development LLC
Oak Hollow Mall
Oates, Marvin L.
OLP 6609 Grand LLC
OLP CC Ferguson LLC
OLP CC Florence LLC
OLP CC Antioch LLC
OLP CC Fairview Heights LLC
OLP CC St.Louis LLC
One Liberty Properties
Orangefair Marketplace LLC
Orion Alliance Group LLC
Orland Town Center Shopping Center
OTR
PL Mesa Pavilions LLC
P/A Acadia Pelham Manor LLC
PA 73 South Association
Pace-Brentwood Partners LLC
Pacific Carmel Mountain Holdings LP
Pacific Castle Groves LLC
Pacific Harbor Equities LLC
Pacific/Youngman-Woodland Hills
Paige Exchange Corporation
Palm Springs Mile Associates Ltd.
Palmetto Investors LLC
Pan Am Equities Inc.
Panattoni Development Company LLC
Pappas Gateway LP
Paragon Affiliates
Parkdale Mall Associates LP
Parkdale Village LP
Parker Bullseye LLC
Parker Central Plaza, Ltd.
Parks at Arlington LP
Parkside Realty Associates, LP
Parkway Centre East LLC
Parkway Plaza LLC
Parkway Terrace Properties Inc.
Paskin, Marc
Peikar Muskegon LLC
Plantation Point Development LLC
Plaza at Jordan Landing LLC
Plaza Las Americas, Inc
Plaza Las Palma, LLC
Plazamill LLP
Plymouth Marketplace Condominium Assoc., Inc.
Point West Investors II
Polaris Circuit City LLC
Pond Road Associates
Port Arthur Holdings III Ltd.
Potomac Festival II
Potomac Run LLC
PR Beaver Valley LP
Prattcenter LLC
Preit Services LLC
PRGL Paxton LP
Prince George's Station Retail LLC
Principal Real Estate Holding Company LLC
Priscilla J. Rietz LLC
Promventure LP
Property Management Support Inc.
Provo Group, The
PRU Desert Crossing V LLC
Prudential Insurance Company Of America
Puente Hills Mall LLC
Ramco West Oaks I LLC
Ramco-Gershenson Properties LP
Rancon Realty Fund IV Subsidiary LLC
Ray Mucci's Inc.
Raymond and Main Retail LLC
RB-3 Associates
RD Bloomfield Associates LP

Realty Income Corporation
Rebs Muskegon LLC
Red Mountain Retail Group
Red Rose Commons Condominium Association
Redtree Properties LP
Regency Centers LP
Regency Petaluma LLC
Reiff & Givertz Texas Prop LLC
Remount Road Associates LP
Richland Town Centre LLC
Rimac Equities Corporation
Rio Associates LP
Robinson, Donald
RREEF America REIT II Corporation VVV
RVIP Valley Central LP
Shelby Town Center I LLC
Shelbyville Road Plaza LLC
Sherwood Properties LLC
Shoppes At River Crossing, LLC
Shoppes Of Beavercreek LLC
Short Pump Town Center LLC
Sierra Lakes Marketplace LLC
Sierra North Associates LP
Sigmund Sommer Properties
Signal Hill Gateway LLC
Signco Inc.
Silverdale K-Four
Silverstein, Raymond - Trustee
Simon Debartolo Group LP
Simon Property Group
Simon Property Group Texas LP
Simvest Real Estate II LLC
Sinay Family LLC And Trust
Sir Barton Place, LLC
Site A LLC
SJ Collins Enterprises LLC
Goodman Enterprises, LLC
SM Newco Hattiesburg LLC
Somerville Saginaw LP
Sonnet Investments LLC
South Padre Drive LP
South Shields #1 Ltd.
Southhaven Center II LLC
Southland Acquisitions LLC
Southland Center Investors LLC
Southland Investors LP
Southroads LLC
Southwestern Albuquerque LP
Southwind Ltd.
Sparks Galleria Investors LLC
SPG Arbor Walk LP
SPG Independence Center LLC
SPG Tennessee LP
Spitzer Family Investments LLC
Spring Hill Development Partners GP
St. Indian Ridge LLC
St. Louis Mills LP
St. Cloud Associates
St. Tammany Oaks Subdivision Association LLC
Stapleton North Town LLC
Star Universal LLC
Station Landing, LLC
Stop & Shop Supermarket Company LLC
Stor-All New Orleans LLC
Suemar Realty Inc.
Sullivan Crosby Trust
Sunrise Plantation Properties LLC
Swanblossom Investments LP
Swedesford Shopping Center Acquisition LLC
Sweetwater Associates LP
SWQ 35/Forum Ltd.
T And T Enterprises LP
Taft Corners Associates Inc.
Tam Stockton LLC
Tamarack Village Shopping Center LP

Tanglewood Park LLC
Tanurb Burnsville LP
Target Corporation
Taubman Auburn Hills Associates LP
Taunton Depot LLC
Taylor Retail Center
Teachers Insurance & Annuity Assoc.Of Amer.
Team Retail Westbank Ltd
Ten Pryor Street Building Ltd.
Teplis, Nathan; Dr. Paul Teplis; Mrs. Belle Teplis; & Frank
Terra Enterprises
Terranomics Crossroads Associates
The Cafaro Northwest Partnership
The City Of Portfolio TIC LLC
The Marketplace Of Rochester Hills Parcel B LLC
The Macerich Company
The Shoppes At Schererville LLC
The Shops At Kildeer
The Village At Rivergate LP
THF Chesterfield Two Development LLC
THF Clarksburg Development One
THF Harrisonburg Crossings LLC
THF Onc Development LLC
THF St. Clairsville Parcel C.C. Development LLC
Thoroughbred Village GP
TIS Equities IX LLC
TKG Coffee Tree LP
TMW Weltfonds Rolling Acres Plaza
Torrance Towne Center Associates LLC
Torrington Triplets LLC
Tourbillon Corporation
Tower Center Associates
Town Square Plaza
Towson VF LLC
Traverse Square Company Ltd.
TRC Associates LLC
Triangle Equities Junction LLC
Trout, Jerome B. Jr.
Trout, Segall
Trumbull Shopping Center #2 LLC
Trustees Of Salem Rockingham LLC
TSA Stores, Inc.
TUP 430 Company LLC
Turnberry Lakes Business Center
Turtle Creek Partners LLC
Tutwiler Properties Ltd.
Twin Ponds Development LLC
Tysons 3 LLC
Tysons Corner Holdings LLC
U.K. - American Properties Inc.
U.S. 41 & I-285 Company
Uncommon Ltd.
Urbancal Oakland II LLC
UTC I LLC
Valencia Marketplace I LLC
Valley Corners Shopping Center LLC
Valley View S.C. LLC
Van Ness Post Center LLC
Ventura In Manhattan Inc.
Vestar Arizona XXXI LLC
Vestar QCM LLC
Village Square I L.P.
Village Walk Retail LP
Viwy IP
VNO Mundy Street LLC
VNO Tru Dale Mabry LLC
Vornado Caguas LP
Vornado Finance LLC
Vornado Gun Hill Road LLC
Vornado Realty Trust
W&D - Imperial No. 1/Norwalk
W&S Associates LP
W/S Stratford LLC
Waco Investment Group

Wal-Mart Stores East LP
Walton Hanover Investors V LLC
Walton Whitney Investors V LLC
Washington Green TIC
Washington Place Associates LP
Washington Re Investment Trust
Water Tower Square LP
Watercress Associates LP
Watkins Houston Investments LP
Wayside Commons Investors LLC
WCC Properties LLC
WEA Gateway LLC
Weberstown Mall LLC
WEC 96D Appleton-1 Investment Trust
WEC 96D Niles Investment
WEC 96D Springfield-1 Investment Trust
WEC 97G-Syracuse Investment Trust
WEC 99-3 LLC
WEC 99A-2 LLC
WEC 99A-1 LLC
Weingarten Miller Sheridan LLC
Weingarten Nostat Inc.
Weingarten Realty Investors
Welsh Companies Inc.
Wendover South Associates LP
West Campus Square LP
West Oaks Mall LP
Westfork Owners Association
Westgate Village LLC
Westlake Limited Partnership
Wheaton Plaza Regional Shopping Center
Whitestone Development Partners A LP
Whitestone REIT
Wilmington Trust Company
Windsail Properties LLC
WMI/MPI Business Trust
Woodland Trustees Inc.
Woodlands Corporation, The
Woodmont Sherman LP
Worldwide Property Management Inc.
WRI Overton Plaza LP
WRI Camp Creek Marketplace Ii, LLC
WRI Lakeside Marketplace LLC
WRI Seminole Marketplace LLC
WXIII/PWN Real Estate LP

Sublessees

\$1.00 Stuff Inc.
Academy Alliance LLC
Adams Outdoor Advertising
Advance Auto Parts
American Outdoor Advertising
Arc International Corporation
Autozone Northeast Inc.
Baby Superstore,Inc.
Blockbuster Inc.
Books A Million
Borders Inc.
Carmax Business Services LLC
Casto
CEC Entertainment, Inc.
Chapman & Main
Charlie Brown's Steakhouse
Children's Discovery Centers of America
Circuit Sports LP
Consolidated Stores Corporation
Dan's Big & Tall Shop Inc.
Designs CMAL Retail Store Inc.
DHL Global Business Services
Dick's Sporting Goods Inc.
Dollar General Corporation
Dollar Tree Stores Inc.
Don Sherwood Golf Inc.
Edwin Watts Golf Shop
Empire Education Group

Entertainmart-Preston Rd LLC
Eyecare Discount Optical Inc.
Eynon Furniture Outlet Inc.
Fabri-Centers of America Inc.
Food Lion LLC
Forecast Danbury LP
GE Transportation Systems
Golf Galaxy
Golfsmith International LP
Great Golf Inc.
Guitar Center Stores Inc.
Homans Associates Inc.
Hughes MRO Ltd.
Huntington National Bank
Inkeeper Properties Inc.
International House Of Pancakes
JR Furniture USA Inc.
Joelle Inc.
JP Morgan Chase Bank
K&G Men's Company Inc.
Katz
Lakeshore Equipment Company
La-Z-Boy Showcase Shoppes
Lifeway Christian Resources
Maggiano's/Corner Bakery Holding Corporation
Mall of Decoration Inc.
Martin, Paul T.
Mayland Cam
Modernage Inc.
Mor Furniture For Less
MRV Wanamaker LLC
New Avenues Lease Ownership LLC
New Colorado Daily, Inc.
North South Partner, LLC
O'Charleys, Inc.
OK Apple Inc.
Oklahoma Gold Realty LLC
Oklahoma Goodwill Industries,Inc.
Orthodontic Centers of Virginia Inc.
Peak Place Holdings, LLC
Pork Place
Pot Luck Enterprises Inc.
Price Chopper Operating Company
Prosound Music Centers Inc.
Quantum Fine Casework Inc.
Quarterdeck Corporate Office
Raymund Garza
Remington Seeds LLC
Restoration Ministries
Ruby Tuesday's
Salem Farm Realty Trust
Salom Sons Inc.
Sam Ash Megastores,LLC
Schiavone, Daniel
Sky Bank
Solo Cup Company
Staples, The Office Superstore Inc.
The Auto Toy Store Inc.
The Floor Store Inc.
The Julia Christy Salon Inc.
The Pep Boys
The Sports Authority
The TJX Operating Companies
Tire Kingdom, Inc.
Topline Appliance Depot Inc.
Toys R US Inc.
Trader Joe's Company
Truong, Se and Ly
Tru Properties Inc.
TVI Inc.
Viacom Outdoor
Visionary Retail Management
Waterbed Emporium of California
West Marine Products Inc.
Winchester Fun Expedition Corporation

Wired Management LLC
Workforce Central Florida

Personal Property Lessors
Avaya Financial Services
GE Fleet Services
IBM
Hewlett Packard
Service Power
Toshiba

Banks Utilized in the Company's Cash Management System
American Savings
AmSouth Bancorporation
Banco Popular
Bank of America
CRP Securities, LLC
Chase Bank
CRP Securities
Fifth Third Bank
Fifth Third Securities
JP Morgan Securities Inc
Lehman Brothers
Merrill Lynch Global Institutional Advisory Division
RBC Dain Rauscher
SunTrust
UBS Financial Services, Inc.
Wachovia Bank & Securities
Wells Fargo

Liquidators
Gordon Brothers Retail Partners LLC
Great American Group
Hilco Merchant Resources LLC
Hudson Capital Partners LLC
SB Capital Group LLC
Tiger Capital Group LLC

Litigation Counterparties
Alicea, Ada
Audiobahn
Banker, Michael
Booker, Jamal
Dealtree
DiPirro, Michael
Donnelly, Kenneth
Federal Communications Commission
Foss, Andrew
Harris, William
Holloman, Latia
Ibrahim, Betty
Internal Revenue Service
Iowa AG
JP Morgan Chase
Keystone Automotive Industries
Kobra Properties
Mad Rhino
Maria Moncayo (class action)
Massachusetts Department of Revenue
Mastercard
Micro Electronics
Millennium Retail Partners
Monster Cable
Moxley, Donald
Murphy, Christopher
RealSource
Roberty Gentry (class action)
Securities and Exchange Commission
Snow, Christopher
State of Iowa
Temple, Floyd Edward Jr.
Tennessee Department of Revenue
Unical
Visa

Voegtler, Clayton P.
Weidler, Daniel

Restructuring and Other Professionals

Bingham McCutchen LLP
Ernst & Young
FTI Consulting Inc.
Goldman, Sachs and Company
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
LeClairRyan
McGuireWoods, LLP
Ogilvy Renault LLP
Osler, Hoskin & Hardcourt LLP
Rothschild, Inc.
Schulte Roth & Zabel LLP
Wilmer, Cutler, Pickering Hale, & Dorr LLP

U.S. Trustee's Office - Region 4

Bove, Frank J.
Conlon, Debera F.
Davis, Martha
Early, Dennis J.
Frankel, Jack I.
Franklin, Shannon D.
McDow, W. Clarkson.
Van Arsdale, Robert
Weschler, Cecelia A.
Whitehurst, Kenneth N. III

District Court Judges (Eastern District of Virginia)

Anderson, John F.
Brinkeman, Leonie M.
Buchanan, Theresa C.
Cacheris, James C.
Davis, Ivan D.
Ellis, T.S. III
Hilton, Claude M.
Jones, T. Rawles Jr.
Lee, Gerald Bruce
O'Grady, Liam

**Bankruptcy Court Judges
(Eastern District of Virginia)**

Adams, David H.
Huennekens, Kevin R.
Mayer, Robert
Mitchell, Stephen S.
St. John, Stephen C.
Shelley, Blackwell N.
Tice, Douglas O. Jr.